

John C. DiDonato
HURON CONSULTING SERVICES, LLC
1120 Avenue of the Americas, 8th Floor
New York, NY 10036
Office Phone: (646) 520-0084
Fax: (212) 785-1313
Financial Advisors to the Official Committee of the Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
CHARTER COMMUNICATIONS, INC., et)
al.,)
)Case No. 09-11435 (JMP)
)
Debtors.) Jointly Administered
)

**FIRST INTERIM FEE APPLICATION OF HURON CONSULTING SERVICES LLC AS
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF THE UNSECURED
CREDITORS FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED FROM APRIL 20, 2009 THROUGH JUNE 30, 2009**

Name of Applicant:	<u>Huron Consulting Services LLC</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>July 22, 2009, <i>nunc pro tunc</i> to April 20, 2009</u>
Period for which compensation and reimbursement is sought:	<u>April 20, 2009 through June 30, 2009</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$500,000.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$12,129.29</u>
This is a:	<u>Interim Fee Application</u>

Summary of Monthly Fee Statements:

		Requested		Approved	
Date Submitted	Period Covered	Fees	Expenses	Fees	Expenses
8/26/09	April 20, 2009 through June 30, 2009	\$500,000.00	\$12,129.29	Pending	Pending

COMPENSATION BY PROFESSIONAL

Charter Communications Inc., et.al.
(09-11435 (JMP))

April 20, 2009 through June 30, 2009

PROFESSIONAL	TITLE	HOURS		FULL RATES	TOTAL AT FULL RATES
PRIMARY SERVICES					
Michael Kennelly	Managing Director	91.50	hrs	\$ 710 / hr	64,965.00
Joseph DiSalvatore	Managing Director	69.00	hrs	\$ 710 / hr	48,990.00
John DiDonato	Managing Director	29.50	hrs	\$ 710 / hr	20,945.00
Timothy Zeldenrust	Director	2.00	hrs	\$ 540 / hr	1,080.00
John Moose	Director	46.85	hrs	\$ 540 / hr	25,299.00
Benjamin Mann	Director	267.75	hrs	\$ 540 / hr	144,585.00
William Webb	Manager	170.96	hrs	\$ 475 / hr	81,206.00
Jordan Donsky	Manager	283.60	hrs	\$ 475 / hr	134,710.00
Agnes Nicely Schwieter	Manager	51.00	hrs	\$ 475 / hr	24,225.00
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Susan Puksza	Associate	1.00	hrs	\$ 335 / hr	335.00
Zachary Kelsey	Associate	1.90	hrs	\$ 335 / hr	636.50
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Jesse Szlaga	Analyst	15.00	hrs	\$ 245 / hr	3,675.00
Siobhan Brannigan	Analyst	85.00	hrs	\$ 245 / hr	20,825.00
Total Fees		1,800.86			\$812,516.50

Fee Breakdown:

April	\$100,000.00
May	\$200,000.00
June	\$200,000.00
Total	\$500,000.00

Average Bill Rate \$277.65

COMPENSATION BY CATEGORY

Charter Communications Inc., et.al.
(09-11435 (JMP))

April 20, 2009 through June 30, 2009

Task Code	Description	Hours	Fees
1	Meeting / teleconference with Debtor Management, Board, or Counsel	26.00	13,782.50
2	Meeting / teleconference with Bank Group, Counsel or Advisors	23.00	11,466.25
3	Meeting / teleconference with Statutory Committees, Counsels or Advisors	72.35	39,453.75
4	Court Hearings / Preparation	13.00	8,550.00
5	Case Reporting: UST Reports, Statements & Schedules	3.80	2,032.50
6	Retention and Fee Applications	19.00	9,707.50
7	Disclosure Statement / Plan of Reorganization	1,092.11	430,914.00
8	Business Plan & Analysis of Operations	229.10	126,628.50
9	Cash Flow Analysis and Reporting	7.00	3,422.50
16	Unsecured Claim Analysis	1.00	710.00
17	Intercompany Claims	43.15	19,026.25
22	Appraisals / Valuations	172.10	90,584.00
23	Lease Issues	5.75	2,731.25
24	Other	76.50	44,327.50
26	Travel Time- <i>(Huron charged 50% of the time incurred for travel time)</i>	17.00	9,180.00
Totals		1,800.86	\$ 812,516.50

EXPENSE SUMMARY BY CATEGORY

Charter Communications Inc., et.al.
(09-11435 (JMP))

April 20, 2009 through June 30, 2009

Category	Amounts
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Mileage	\$55.00
Parking & Tolls	\$65.00
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Conferencing (Audio, Video, Web, CATV)	\$38.44
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SERVICES RENDERED FROM APRIL 20, 2009 THROUGH JUNE 30, 2009**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

Huron Consulting Services, LLC (“Huron”), as financial advisors to the Official Committee of the Unsecured Creditors (collectively, the “Committee”) hereby submits this first interim fee application (the “First Interim Fee Application”) for allowance and approval on an interim basis of compensation for professional services rendered to the Debtors from April 20, 2009 through and including June 30, 2009 (the “First Interim Fee Application Period”). In support of this First Interim Fee Application, Huron respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this First Interim Fee Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory and other bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101, et al. (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”). This First Interim Fee Application has also been submitted in accordance with the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “UST Guidelines,” together with the Local Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with the

Local Guidelines is attached hereto as **Exhibit A**.

BACKGROUND

1. On March 27, 2009 (the “**Petition Date**”), the Debtors filed petitions with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 15, 2009, the Court signed the Administrative Order authorizing certain professionals to submit monthly fee statements (the “**Monthly Fee Statement**”), which are not filed with court, for interim compensation and reimbursement of expenses on a monthly basis pursuant to the procedures specified therein.

4. Pursuant to the Administrative Order, Huron may, no later than 30 days following the end of the month for which compensation is sought, submit monthly fee statements requesting compensation of professional services and reimbursement of actual and necessary charges incurred during the First Interim Fee Application Period (each a “Monthly Fee Statement”) to: (i) Charter Communications, Inc., c/o Gregory L. Doody; 12405 Powerscourt Drive, St. Louis, MO 63131; (ii) Debtors’ counsel, c/o Paul M. Basta, Kirkland & Ellis LLP, Citigroup Center, 153 East 53rd Street, New York, NY 10022; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004; and (iv) counsel for the Creditors’ Committee (collectively, the “Application Recipients”). Absent objections from the parties listed above, or if such objections are resolved, following the fifteenth

day after receipt of the monthly fee statement by the parties listed above, Huron is entitled to be compensated by the Debtors for 80% of the fees and 100% of the expenses requested in each Monthly Fee Statement. Huron submitted its First Monthly Fee Statement on August 26, 2009.

5. On July 22, 2009 the Court entered an Order Authorizing the Debtors to Employ and Retain Huron as Financial Advisors to the Committee *Nunc Pro Tunc* to April 20, 2009 (the “**Retention Order**”) in accordance with the terms and conditions of Huron’s engagement letter with the Committee (as referenced in the Retention Order, the “**Engagement Letter**”).

HURON’S RETENTION AND COMPENSATION REQUESTED

6. All services for which compensation is requested by Huron were performed for or on behalf of the Debtors and the Committee

7. Except for with respect to the its Monthly Fee Statements, Huron has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Interim Fee Application.

8. There is and has been no agreement or understanding between Huron and any other Entities for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

9. Pursuant to the Engagement Letters and the Retention Order, Huron is entitled to compensation for a fixed monthly fee and to reimbursement for expenses incurred in its role assisting the Committee during the pendency of the Chapter 11 Cases. During the Interim Period, Huron earned fees in the amount of \$500,000.00 and incurred expenses in the amount of \$12,129.29.

10. During the First Interim Fee Application Period, Huron professionals expended a total

of 1,800.86 hours, amounting to \$812,516.50 in fees. However, based on the fixed fee arrangement between the Committee and Huron as approved in the Retention Order, Huron is herein seeking interim allowance of compensation in the amount of \$500,000.00 for the First Interim Fee Application Period (the “Total Compensation Amount”). During the First Interim Fee Application Period, Huron had an average hourly rate of \$277.65 for professionals based on the fixed fee arrangement with the Committee.

11. Attached as **Exhibit A** as required by the Local Guidelines, a certification regarding compliance with the Local Rules.

12. Attached as **Exhibit B** is a summary of professional fees earned for services rendered during the Interim Period. The attachment references the name of the person working on the engagement, the title of such person, the rate of such person, the number of hours worked on the engagement in the Interim Period, and the amount of compensation at full rates for such person, as well as an average hourly blended rate for all persons working on the engagement during the Interim Period at the fixed fee arrangement.

13. Attached as **Exhibit C** is a summary of expenses incurred by Huron during the Interim Period in connection with its role assisting the Committee; such expenses include, among other things, airfare, other transportation costs, lodging, meals, and telephone charges.

14. Attached as **Exhibit D** is a summary of time entries arranged by project category for hours worked and services provided by Huron professionals during the Interim Period.

15. Huron maintains computerized records of the time expended in the performance of the professional services required by the Committee. These records are maintained in the ordinary course of Huron’s practice. In accordance with the Retention Order, such records shall

not be required to maintain or provide detailed time records in connection with its fee applications.

16. Set forth below is a description of the services rendered during the Interim Period separated by project category.

Meeting/teleconference with Debtor Management, Board, or Counsel

Huron devoted 26.00 hours, which resulted in fees of \$13,782.50¹, with regards to these services during the Compensation Period.

Huron had conferences with the Debtors attorneys, financial advisors and investment bankers regarding various plan documents, tax issues, valuation issues, rights offering issues and other case management issues.

Meeting / teleconference with Bank Group, Counsel or Advisors

Huron devoted 23.00 hours, which resulted in fees of \$11,466.25, with regards to these services during the Compensation Period.

Huron had conferences with the Debtors attorneys, financial advisors and investment bankers regarding various plan documents, tax issues, valuation issues, rights offering issues and other case management issues.

Meeting / teleconference with Statutory Committees, Counsels or Advisors

Huron devoted 72.35 hours, which resulted in fees of \$39,453.75 with regards to these services during the Compensation Period.

Huron conference calls and meetings with counsel for the UCC with regard to the plan document, Huron's report on the plan and its potential acceptability to the Committee. Huron participated in weekly and other teleconferences with the Committee reporting on various issues as requested by the Committee and Counsel for the Committee.

Court Hearings / Preparation

¹ Amounts are reflected at actual rates incurred.

Huron devoted 13.00 hours, which resulted in fees of \$8,550.00 with regards to these services during the Compensation Period.

Huron prepared for potential testimony during all phases of the plan process.

Case Reporting: UST Reports, Statements & Schedules

Huron devoted 3.80 hours, which resulted in fees of \$2,032.50 with regards to these services during the Compensation Period.

Huron in accordance with the rules and procedures of the Bankruptcy Court of the Southern District of New York prepared statements and schedules in support of its work and fees.

Retention and Fee Applications

Huron devoted 19.00 hours, which resulted in fees of \$9,707.00 with regards to these services during the Compensation Period.

Huron in accordance with the rules and procedures of the Bankruptcy Court of the Southern District of New York prepared retention documents and statements and schedules in support of its work and fees.

Disclosure Statement / Plan of Reorganization

Huron devoted 1,092.11 hours, which resulted in fees of \$430,914.00 with regards to these services during the Compensation Period.

Huron reviewed and prepared analysis of various documents and other filings associated with the case as directed by the Committee and Counsel. These documents include, but are not limited to: the Plan of Reorganization, the Disclosure Statement, the Rights Offering and Backstop Agreement, the Valuation, the Long Range Business Plan, the Allen Settlement, the Voting Plan, Inter-Company claims and balances, the CCI settlement, issues associated with the CCVIII entity, the Mirror Notes, Form 10-K and other financial filings of the Debtor.

Business Plan & Analysis of Operations

Huron devoted 229.10 hours, which resulted in fees of \$126,628.50 with regards to these services during the Compensation Period.

Huron reviewed the long range business plan as developed by the Debtor and delivered an analysis of the plan to the Committee and Counsel. The analysis contained extensive review of the Company's sales forecasts, comparatives to industry competitors, interviews with the Company's advisors and general market research.

Cash Flow Analysis and Reporting

Huron devoted 7.00 hours, which resulted in fees of \$3,422.50 with regards to these services during the Compensation Period.

Huron examined a preliminary DIP forecast at the direction of Counsel.

Unsecured Claim Analysis

Huron devoted 1.00 hour, which resulted in fees of \$710.00 with regards to these services during the Compensation Period.

Huron made a preliminary examination of general claims at the direction of counsel.

Intercompany Claims

Huron devoted 43.15 hours, which resulted in fees of \$19,026.25 with regards to these services during the Compensation Period.

Huron made an extensive examination of inter-company claims and account balances including meetings and teleconferences with the Debtors Counsel and Financial Advisors as part of the review and preparation of report form on the plan as presented by the Debtor.

Appraisals / Valuations

Huron devoted 172.10 hours, which resulted in fees of \$90,584.00 with regards to these services during the Compensation Period.

Huron analyzed and prepared an extensive report on the valuation as prepared by the Debtors financial advisors. Huron had multiple meetings and teleconferences with the Financial Advisors as part of the analysis prior to drafting and delivering the final report form.

Lease Issues

Huron devoted 5.75 hours, which resulted in fees of \$2,731.25 with regards to these services during the Compensation Period.

Huron made an examination of various operating, capital and real-estate leases at the direction of Counsel for the Committee

Other

Huron devoted 76.50 hours, which resulted in fees of \$44,327.50 with regards to these services during the Compensation Period.

Huron performed various and sundry activities that were not readily classified in any other of the listed categories as defined above. These activities include review of miscellaneous documents, filings, internal meetings and other case management activities.

Travel Time

Huron devoted 17.00 hours, which resulted in fees of \$9,180.00 with regards to travel time during the Compensation Period.

In compliance with the Local Rules Huron has reduced its request for compensation for non-working travel by 50% of the amount incurred.

RELIEF REQUESTED

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Huron is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

18. Pursuant to the Interim Compensation Order, Huron is hereby requesting approval of 100% of its fees earned during the Interim Period (totaling \$500,000.00, which includes the 20% holdback) and 100% of its expenses incurred (totaling \$12,129.29) for an

aggregate amount of \$512,129.29.

NOTICE

19. In accordance with the Interim Compensation Order, notice of this Interim Fee Application has been provided to: (i) the Debtors, (ii) counsel for the Debtors, (iii) the United States Trustee, and (iv) counsel for any official committee appointed in the Chapter 11 Cases.

WHEREFORE, Huron respectfully requests that this Court enter an order: (a) allowing and awarding, on an interim basis, compensation for professional services rendered during the First Interim Fee Application Period in the amount of \$500,000.00; (b) directing and authorizing the Debtors to pay Huron the expenses incurred during this First Interim Fee Application Period in the amount of \$12,129.29; (c) directing the Debtors to pay Huron the Application Period Holdback Amount, and all other compensation requested, but not yet paid by Debtors, for services rendered during the First Interim Fee Application Period for a total amount due of \$512,129.29; and (d) granting Huron such other and further relief as is just and proper.

Date: August 31, 2009
New York, New York

/s/ John C. DiDonato

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EXHIBIT A

John C. DiDonato
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CHARTER COMMUNICATIONS, INC., et)
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) Case No. 09-11435 (JMP)
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Debtors.) Jointly Administered
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CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST INTERIM FEE APPLICATION OF HURON CONSULTING SERVICES, LLC AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF THE UNSECURED CREDITORS FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED FROM APRIL 20, 2009 THROUGH JUNE 30, 2009

I, John C. DiDonato, hereby certify that:

I am a Managing Director with the applicant firm, Huron Consulting Services, LLC (“Huron”), with responsibility, as financial advisors to the Official Committee of the Unsecured Creditors (“Committee”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on April 19, 1995 (the “Local Guidelines”), the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated April 15, 2009

(the “Administrative Order”, and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

This certification is made in respect of Huron’s application, dated August 26, 2009 (the “Application”), for interim compensation for the period commencing April 20, 2009 through and including June 30, 2009, in accordance with the Guidelines. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees sought fall within the Local Guidelines;
- (c) the fees sought are billed at rates and in accordance with practices customarily employed by Huron and generally accepted by Huron’s clients; and
- (d) in providing a reimbursable service, Huron does not make a profit on that service, whether the service is performed by Huron in-house or through a third party.

In respect of Section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Huron has complied with these provisions requiring it to provide to Debtors, Debtors’ counsel, the Office of the United States Trustee for the Southern District of New York, and counsel for the Creditors’ Committee with monthly fee statements of Huron’s fees and expenses pursuant to the Administrative Order.

In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, the United States Trustee and counsel for any official committee appointed in this case are each being provided with a copy of the Application.

Dated: August 31, 2009
New York, New York

Respectfully submitted,

HURON CONSULTING SERVICES LLC

/s/ John C. DiDonato

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